

## AMENDMENTS TO THE CLAIMS

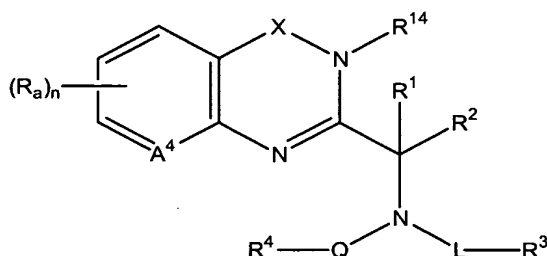
Please cancel claims 156-159, 162-170, 173-190, 193-197, and 202 without prejudice.

Please amend claims 136, 138, 139, and 154 as shown below.

Please add new claims 205-226 as shown in the following list of claims:

1.-135. (Canceled).

136. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt thereof wherein:

$A^4$  is N;

$X$  is  $-C(O)-$  or  $-CH_2-$ ;

$R^1$  and  $R^2$  are members independently selected from the group consisting of H and  $(C_1-C_4)$ alkyl;

$R^3$  is a member selected from the group consisting of hydroxy,  $(C_1-C_8)$ alkoxy, amino,  $(C_1-C_8)$ alkylamino, di $(C_1-C_8)$ alkylamino,  $(C_2-C_8)$ heteroalkyl,  $(C_3-C_9)$ heterocyclyl,  $(C_1-C_8)$ acylamino, amidino, guanidino, ureido, cyano, heteroaryl,  $-CONR^9R^{10}$  and  $-CO_2R^{11}$ ;

$R^4$  is a member selected from the group consisting of  $(C_1-C_{20})$ alkyl,  $(C_2-C_{20})$ heteroalkyl, heteroaryl, aryl, heteroaryl $(C_1-C_6)$ alkyl, heteroaryl $(C_2-C_6)$ heteroalkyl, aryl $(C_1-C_6)$ alkyl and aryl $(C_2-C_6)$ heteroalkyl;

each  $R^9$ ,  $R^{10}$  and  $R^{11}$  is independently selected from the group consisting of H,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl, heteroaryl, aryl, heteroaryl $(C_1-C_6)$ alkyl, heteroaryl $(C_2-C_8)$ heteroalkyl, aryl $(C_1-C_8)$ alkyl and aryl $(C_2-C_8)$ heteroalkyl;

$R^{14}$  is a substituted or unsubstituted aryl or heteroaryl member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl;

$Q$  is  $-C(O)-$ ;

$L$  is  $(C_1-C_8)$ alkylene;

the subscript  $n$  is an integer from 0 to 4; and

each R<sub>a</sub> is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R''', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -N<sub>3</sub>, -CH(Ph)<sub>2</sub>, perfluoro(C<sub>1</sub>-C<sub>4</sub>)alkoxy and perfluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein R', R'' and R''' are each independently selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C<sub>1</sub>-C<sub>4</sub>)alkyl and (unsubstituted aryl)oxy-(C<sub>1</sub>-C<sub>4</sub>)alkyl.

137. (Previously Added) The compound of Claim 136, wherein X is -C(O)-.

138. (Currently Amended) The compound of Claim 136, wherein R<sup>14</sup> is a substituted or unsubstituted phenyl. ~~member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl.~~

139. (Currently Amended) The compound of Claim 137, wherein R<sup>14</sup> is a substituted or unsubstituted phenyl. ~~member selected from the group consisting of phenyl, pyridyl, thiazolyl, thienyl and pyrimidinyl.~~

140. (Previously Added) The compound of Claim 136, wherein R<sup>3</sup> is (C<sub>1</sub>-C<sub>8</sub>)acylamino.

141. (Previously Added) The compound of Claim 136, wherein R<sup>4</sup> is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl.

142. (Previously Added) The compound of Claim 136, wherein R<sup>14</sup> is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, CONH<sub>2</sub>, methylenedioxy and ethylenedioxy.

143. (Previously Added) The compound of Claim 136, wherein R<sup>14</sup> is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, CONH<sub>2</sub>, methylenedioxy and ethylenedioxy.

144. (Previously Added) The compound of Claim 136, wherein  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo( $C_1$ - $C_4$ )alkyl, halo( $C_1$ - $C_4$ )alkoxy, cyano, nitro and phenyl, and  $R^{14}$  is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, ( $C_1$ - $C_8$ )alkoxy, ( $C_1$ - $C_8$ )alkyl, ( $C_2$ - $C_8$ )heteroalkyl,  $CONH_2$ , methylenedioxy and ethylenedioxy.

145. (Previously Added) The compound of Claim 136, wherein  $R^1$  is selected from the group consisting of methyl, ethyl and propyl, and  $R^2$  is hydrogen.

146. (Previously Added) The compound of Claim 136, wherein  $R^1$  and  $R^2$  are each methyl.

147. (Previously Added) The compound of Claim 136, wherein L is ( $C_1$ - $C_4$ )alkylene.

148. (Previously Added) The compound of Claim 136, wherein  $R^3$  is a member selected from the group consisting of ( $C_1$ - $C_8$ )alkoxy, ( $C_3$ - $C_9$ )heterocyclyl and heteroaryl.

149. (Previously Added) The compound of Claim 136, wherein  $R^3$  is heteroaryl.

150. (Previously Added) The compound of Claim 136, wherein  $R^3$  is heteroaryl and  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo( $C_1$ - $C_4$ )alkyl, halo( $C_1$ - $C_4$ )alkoxy, cyano, nitro and phenyl.

151. (Previously Added) The compound of Claim 136, wherein  $R^3$  is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl.

152. (Previously Added) The compound of Claim 136, wherein  $R^1$  and  $R^2$  are each independently selected from the group consisting of H, methyl and ethyl;  $R^{14}$  is phenyl; L is methylene, ethylene or propylene;  $R^3$  is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl; and  $R^4$  is substituted or

unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl.

153. (Previously Added) A pharmaceutical composition comprising the compound of Claim 136 and a pharmaceutically acceptable carrier or diluent.

154. (Currently Amended) A method of treating psoriasis, rheumatoid arthritis, inflammatory bowel disease, asthma, organ transplant conditions, or multiple sclerosis ~~an inflammatory or immune condition or disease~~ in a subject, said method comprising administering to a subject in need of such treatment a therapeutically effective amount of the compound of Claim 136.

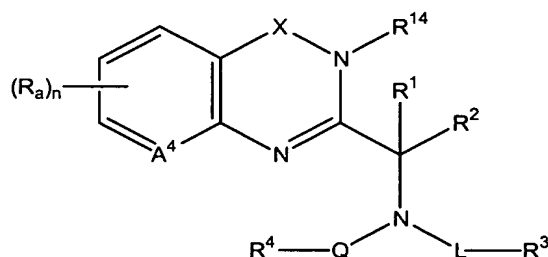
155. (Previously Added) The method of Claim 154, wherein said compound is administered orally, parenterally or topically.

156.-202. (Canceled).

203. (Previously Added) A method for the modulation of CXCR3 function in a cell, comprising contacting said cell with a compound of Claim 136.

204. (Previously Added) A method for the modulation of CXCR3 function, comprising contacting a CXCR3 protein with a compound of Claim 136.

205. (New) A compound having the formula:



or a pharmaceutically acceptable salt thereof wherein:

A<sup>4</sup> is N;

X is -C(O)- or -CH<sub>2</sub>- ;

R<sup>1</sup> and R<sup>2</sup> are members independently selected from the group consisting of H and (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>3</sup> is a member selected from the group consisting of hydroxy, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, amino, (C<sub>1</sub>-C<sub>8</sub>)alkylamino, di(C<sub>1</sub>-C<sub>8</sub>)alkylamino, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>3</sub>-C<sub>9</sub>)heterocyclyl, (C<sub>1</sub>-C<sub>8</sub>)acylamino, amidino, guanidino, ureido, cyano, heteroaryl, -CONR<sup>9</sup>R<sup>10</sup> and -CO<sub>2</sub>R<sup>11</sup>;

R<sup>4</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>20</sub>)alkyl, (C<sub>2</sub>-C<sub>20</sub>)heteroalkyl, heteroaryl, aryl, heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, heteroaryl(C<sub>2</sub>-C<sub>6</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl and aryl(C<sub>2</sub>-C<sub>6</sub>)heteroalkyl;

each R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> is independently selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, heteroaryl, aryl, heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, heteroaryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl(C<sub>1</sub>-C<sub>8</sub>)alkyl and aryl(C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

R<sup>14</sup> is substituted or unsubstituted aryl or heteroaryl;

Q is -C(O)-;

L is (C<sub>1</sub>-C<sub>8</sub>)alkylene;

the subscript n is an integer from 0 to 4; and

each R<sub>a</sub> is independently selected from the group consisting of halogen, -OR', -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R''', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -N<sub>3</sub>, -CH(Ph)<sub>2</sub>, perfluoro(C<sub>1</sub>-C<sub>4</sub>)alkoxy and perfluoro(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein R', R'' and R''' are each independently selected from the group consisting of H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, unsubstituted aryl, unsubstituted heteroaryl, (unsubstituted aryl)-(C<sub>1</sub>-C<sub>4</sub>)alkyl and (unsubstituted aryl)oxy-(C<sub>1</sub>-C<sub>4</sub>)alkyl.

206. (New) The compound of Claim 205, wherein X is -C(O)-.

207. (New) The pharmaceutical composition of Claim 153, wherein X is -C(O)-.

208. (New) The pharmaceutical composition of Claim 153, wherein R<sup>14</sup> is a substituted or unsubstituted phenyl.

209. (New) The pharmaceutical composition of Claim 153, wherein R<sup>3</sup> is (C<sub>1</sub>-C<sub>8</sub>)acylamino.

210. (New) The pharmaceutical composition of Claim 153, wherein R<sup>4</sup> is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl.

211. (New) The pharmaceutical composition of Claim 153, wherein  $R^{14}$  is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, CONH<sub>2</sub>, methylenedioxy and ethylenedioxy.
212. (New) The pharmaceutical composition of Claim 153, wherein  $R^{14}$  is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, CONH<sub>2</sub>, methylenedioxy and ethylenedioxy.
213. (New) The pharmaceutical composition of Claim 153, wherein  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl, and  $R^{14}$  is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, CONH<sub>2</sub>, methylenedioxy and ethylenedioxy.
214. (New) The pharmaceutical composition of Claim 153, wherein  $R^1$  is selected from the group consisting of methyl, ethyl and propyl, and  $R^2$  is hydrogen.
215. (New) The pharmaceutical composition of Claim 153, wherein L is (C<sub>1</sub>-C<sub>4</sub>)alkylene.
216. (New) The pharmaceutical composition of Claim 153, wherein X is -C(O)-;  $R^1$  and  $R^2$  are each independently selected from the group consisting of H, methyl and ethyl;  $R^{14}$  is selected from the group consisting of substituted and unsubstituted phenyl; L is methylene, ethylene or propylene;  $R^3$  is selected from the group consisting of substituted or unsubstituted pyridyl and substituted or unsubstituted imidazolyl; and  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl.
217. (New) The method of Claim 154, wherein X is -C(O)-.

218. (New) The method of Claim 154, wherein  $R^{14}$  is a substituted or unsubstituted phenyl.
219. (New) The method of Claim 154, wherein  $R^3$  is  $(C_1-C_8)$ acylamino.
220. (New) The method of Claim 154, wherein  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo( $C_1-C_4$ )alkyl, halo( $C_1-C_4$ )alkoxy, cyano, nitro and phenyl.
221. (New) The method of Claim 154, wherein  $R^{14}$  is selected from the group consisting of substituted phenyl, substituted pyridyl, substituted thiazolyl and substituted thienyl, wherein the substituents are selected from the group consisting of cyano, halogen,  $(C_1-C_8)$ alkoxy,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl,  $CONH_2$ , methylenedioxy and ethylenedioxy.
222. (New) The method of Claim 221, wherein  $R^{14}$  is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen,  $(C_1-C_8)$ alkoxy,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl,  $CONH_2$ , methylenedioxy and ethylenedioxy.
223. (New) The method of Claim 154, wherein  $R^4$  is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo( $C_1-C_4$ )alkyl, halo( $C_1-C_4$ )alkoxy, cyano, nitro and phenyl, and  $R^{14}$  is substituted phenyl, wherein the substituents are selected from the group consisting of cyano, halogen,  $(C_1-C_8)$ alkoxy,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl,  $CONH_2$ , methylenedioxy and ethylenedioxy.
224. (New) The method of Claim 154, wherein  $R^1$  is selected from the group consisting of methyl, ethyl and propyl, and  $R^2$  is hydrogen.
225. (New) The method of Claim 154, wherein L is  $(C_1-C_4)$ alkylene.
226. (New) The method of Claim 154, wherein X is  $-C(O)-$ ;  $R^1$  and  $R^2$  are each independently selected from the group consisting of H, methyl and ethyl;  $R^{14}$  is selected from the group consisting of substituted and unsubstituted phenyl; L is methylene, ethylene or propylene;  $R^3$  is selected from the group consisting of substituted or unsubstituted pyridyl

and substituted or unsubstituted imidazolyl; and R<sup>4</sup> is substituted or unsubstituted benzyl, wherein said substituents are selected from the group consisting of halogen, halo(C<sub>1</sub>-C<sub>4</sub>)alkyl, halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy, cyano, nitro and phenyl.

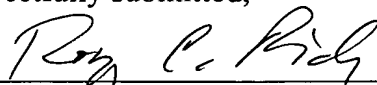


**CONCLUSION**

No fees are believed due with this paper. However, the Commissioner is authorized to charge any necessary fees to U.S. Deposit Account No. 16-1150 (order no. 11134-005-999) that may be required in connection with this submission.

Respectfully submitted,

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